CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ReservationSystems.com
Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 NOV -3 AM 11:03
DIVISION OF CORPORATION

✓ Art of Inc. File
LTD Partnership File
Foreign Corp. File
L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
✓ Cert. Copy
Photo Copy
Certificate of Good Standing
✓ Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record
UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
Courier / T. Burch NOV 3 2000

Signature

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11/3/00 — Date
10:34 — Time

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ReservationSystem.com, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
Name

The name of the corporation is: **ReservationSystem.com, Inc.**

ARTICLE TWO
Principal Office

The street address of the initial principal office of the corporation is **2202 Magnolia Drive, Panama City Beach, FL 32408**.

ARTICLE THREE
Corporate Duration

The duration of the corporation is perpetual.

ARTICLE FOUR
Purpose or Purposes

The general purposes for which the corporation is organized are:

1. To conduct and operate a marketing/motel reservations business.

2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE
Capitalization

The aggregate number of shares which the corporation is authorized to issue is **1000.** Such shares shall be of a single class, and shall have a par value of One Dollar (**$1.00**) per share.

ARTICLE SIX
Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting them to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE SEVEN
Registered Office and Agent

The street address of the initial registered office of the corporation is **2202 Magnolia Drive, Panama City Beach, FL 32408**, and the name of its initial registered agent at such address is **Arthur Paul Finlaw**.

ARTICLE EIGHT
Directors

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	**Address**
ARTHUR PAUL FINLAW	2202 Magnolia Drive Panama City Beach, FL 32408

ARTICLE NINE
Incorporator

The name and address of the incorporator is:

Name	**Address**
ARTHUR PAUL FINLAW	2202 Magnolia Drive Panama City Beach, Florida 32408

Executed by the undersigned on this 2 day of November, 2000.

ARTHUR PAUL FINLAW, President

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 2 day of November, 2000, personally appeared, ARTHUR PAUL FINLAW, to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced ______________________________ as identification.

WITNESS my hand and official seal the date aforesaid.

Amy T. Jacquay
MY COMMISSION # CC755727 EXPIRES
July 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Amy Jacquay
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. The name of the corporation is:
2. The name and address of the registered agent and office is:

ARTHUR PAUL FINLAW
2202 Magnolia Drive
Panama City Beach, Florida 32408

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ARTHUR PAUL FINLAW, Registered Agent